

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
Oakwood Homes Corporation, et al.,)	Case No. 02-13396 (PJW)
)	
Debtors.)	Jointly Administered
)	
OHC Liquidation Trust,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No. 07-0799 (JJF)
)	
Credit Suisse (f/k/a Credit Suisse First Boston, a)	
Swiss banking corporation), Credit Suisse)	
Securities (USA), LLC (f/k/a Credit Suisse First)	
Boston LLC), Credit Suisse Holdings (USA), Inc.)	
(f/k/a Credit Suisse First Boston, Inc.), and Credit)	
Suisse (USA), Inc. (f/k/a Credit Suisse First Boston)	Re: Civil Docket No. 50
(U.S.A.), Inc.), the subsidiaries and affiliates of)	
each, and Does 1 through 100,)	
)	
Defendants.)	
)	

**DECLARATION OF WHITMAN L. HOLT
IN SUPPORT OF PLAINTIFF'S COUNTER-STATEMENT CERTIFYING THAT
GENUINE ISSUES OF MATERIAL FACT EXIST**

Public filing date: March 19, 2008

I, Whitman L. Holt, declare as follows:

1. I am over 18 years of age, and I have personal knowledge of each of the facts stated in this declaration. If called as a witness, I could and would testify as to the matters set forth below based upon my personal knowledge.

2. I submit this declaration in support of the *Plaintiff's Counter-Statement Certifying that Genuine Issues of Material Fact Exist* filed by the OHC Liquidation Trust ("**Plaintiff**") in the above-captioned proceeding.

3. I am an attorney at the law firm of Stutman, Treister & Glatt, P.C., special counsel for Plaintiff in this proceeding.

Depositions-

4. Plaintiff's counsel deposed Mr. Jared Felt – an employee of the entity formerly known as Credit Suisse First Boston LLC, and the signatory of the proofs of claim underlying portions of this proceeding – on June 15-16, 2006. True and correct copies of relevant excerpts from the transcript of Mr. Felt's deposition are attached hereto as Exhibit "A."

5. Plaintiff and Defendants' counsel jointly telephonically deposed Mr. Mark D. Millard – an employee of Berkshire Hathaway, and the individual principally responsible for Berkshire's relationship with Oakwood, including as to the so-called "LOTUS" transactions – on September 24, 2007. True and correct copies of relevant excerpts from the transcript of Mr. Millard's deposition are attached hereto as Exhibit "B."

6. Defendants' counsel deposed Mr. Douglas R. Muir – a former Oakwood officer, and an individual directly involved with Oakwood's securitization programs – on September 26-27, 2006. True and correct copies of relevant excerpts from the transcript of Mr. Muir's deposition are attached hereto as Exhibit "C."

7. Plaintiff's counsel deposed Mr. Fiachra O'Driscoll – an employee of Credit Suisse and the individual with primary responsibility for, *inter alia*, Oakwood's securitization transactions – on June 29-30, 2006. True and correct copies of relevant excerpts from the transcript of Mr. O'Driscoll's deposition are attached hereto as Exhibit "D."

8. Defendants' counsel deposed Dr. Alan C. Shapiro – one of Plaintiff's proposed expert witnesses – on September 5, 2007. True and correct copies of relevant excerpts from the transcript of Dr. Shapiro's deposition are attached hereto as Exhibit "E."

9. Defendants' counsel deposed Mr. Myles Standish – a former Chief Executive Officer of Oakwood – on September 21, 2006. True and correct copies of relevant excerpts from the transcript of Mr. Standish's deposition are attached hereto as Exhibit "F."

10. Plaintiff and Defendants' counsel telephonically deposed Mr. Clarence W. Walker – a former member of Oakwood's board of directors – on December 12, 2006. True and correct copies of relevant excerpts from the transcript of Mr. Walker's deposition are attached hereto as Exhibit "G."

Expert Reports-

11. Attached hereto as Exhibit "H" is a true and correct copy of the *Expert Witness Report of Thomas F. Boland*, dated February 29, 2008. Mr. Boland is a proposed expert witness on Defendants' behalf.

12. Attached hereto as Exhibit "I" is a true and correct copy of the *Report of Alan C. Shapiro, Ph.D.*, dated April 30, 2007. Dr. Shapiro is a proposed expert witness on Plaintiff's behalf.

13. Attached hereto as Exhibit "J" is a true and correct copy of the *Expert Witness Report of Dr. Michael Tennenbaum*. Dr. Tennenbaum is a proposed expert witness on

Plaintiff's behalf.

Documents-

14. Attached hereto as Exhibit "K" is a true and correct copy of the Credit Suisse First Boston "Compliance Manual," which was produced by Defendants with bates numbers CSFB-00053059 – CSFB-00053226. This document was previously marked as deposition exhibit 506.

15. Attached hereto as Exhibit "L" is a true and correct copy of a June 21, 1999 e-mail from Doug Muir, which was produced by Defendants with bates numbers CSFB-00174305 – CSFB-00174306. This document was previously marked as deposition exhibit 50.

16. Attached hereto as Exhibit "M" is a true and correct copy of a January 10, 2000 e-mail from Fiachra O'Driscoll, which was produced by Defendants with bates number CSFB-00174238. This document was previously marked as deposition exhibit 52.

17. Attached hereto as Exhibit "N" is a true and correct copy of a January 10, 2000 "Memorandum," which was produced by Defendants with bates numbers CSFB-00250116 – 00250129. This document was previously marked as deposition exhibit 54.

18. Attached hereto as Exhibit "O" is a true and correct copy of a September 14, 2000 e-mail from Fiachra O'Driscoll, which was produced by Defendants with bates number CSFB-00485278. This document was previously marked as deposition exhibit 59.

19. Attached hereto as Exhibit "P" is a true and correct copy of a January 9, 2001 e-mail from Thomas Irwin, which was produced by Defendants with bates number CSFB-00512061. This document was previously marked as deposition exhibit 65.

20. Attached hereto as Exhibit "Q" is a true and correct copy of the January 9, 2001 "Memorandum," which was produced by Defendants with bates number CSFB-00483869.

This document was previously marked as deposition exhibit 111.

21. Attached hereto as Exhibit "R" is a true and correct copy of the January 31, 2001 "Annual Review," which was produced by Defendants with bates numbers CSFB-00513799 – CSFB-00513819. This document was previously marked as deposition exhibit 138.

22. Attached hereto as Exhibit "S" is a true and correct copy of a February 14, 2001 e-mail from Thomas Irwin, which was produced by Defendants with bates number CSFB-00515234. This document was previously marked as deposition exhibit 140.

23. Attached hereto as Exhibit "T" is a true and correct copy of a February 17, 2001 e-mail from Bob Smith, which was produced by Defendants with bates number CSFB-00178954. This document was previously marked as deposition exhibit 68.

24. Attached hereto as Exhibit "U" is a true and correct copy of a April 12, 2001 e-mail from Bob Smith, which was produced by Defendants with bates number CSFB-00182753. This document was previously marked as deposition exhibit 71.

25. Attached hereto as Exhibit "V" is a true and correct copy of a May 8, 2001 e-mail from Fiachra O'Driscoll, which was produced by Defendants with bates number CSFB-00182807. This document was previously marked as deposition exhibit 73.

26. Attached hereto as Exhibit "W" is a true and correct copy of May 17, 2001 e-mails from Fiachra O'Driscoll and Susan Menkhaus, which was produced by Defendants with bates number CSFB-00154902. This document was previously marked as deposition exhibit 76.

27. Attached hereto as Exhibit "X" is a true and correct copy of a June 5, 2001 e-mail from Bob Smith, which was produced by Defendants with bates number CSFB-00184166. This document was previously marked as deposition exhibit 77.

28. Attached hereto as Exhibit "Y" is a true and correct copy of a July 25,

2001 e-mail from Mark Millard, which was produced by Defendants with bates numbers CSFB-00514136 – CSFB-00514137. This document was previously marked as deposition exhibit 118.

29. Attached hereto as Exhibit "Z" is a true and correct copy of the August 9, 2001 "Presentation to Oakwood Homes," which was produced by Defendants with bates numbers CSFB-00052849 – CSFB-00052905. This document was previously marked as deposition exhibit 46.

30. Attached hereto as Exhibit "AA" is a true and correct copy of a August 19, 2001 e-mail from Fiachra O'Driscoll, which was produced by Defendants with bates number CSFB-00186169. This document was previously marked as deposition exhibit 85.

31. Attached hereto as Exhibit "BB" is a true and correct copy of a September 27, 2001 e-mail from Fiachra O'Driscoll, which was produced by Defendants with bates number CSFB-00187153. This document was previously marked as deposition exhibit 87.

32. Attached hereto as Exhibit "CC" is a true and correct copy of a December 3, 2001 e-mail from Susan Menkhaus, which was produced by Defendants with bates number CSFB-00188026. This document was previously marked as deposition exhibit 90.

33. Attached hereto as Exhibit "DD" is a true and correct copy of a January 24, 2002 e-mail from Bob Smith, which was produced by Defendants with bates number CSFB-00188944. This document was previously marked as deposition exhibit 91.

34. Attached hereto as Exhibit "EE" is a true and correct copy of a April 25, 2002 e-mail from Fiachra O'Driscoll, which was produced by Defendants with bates numbers CSFB-00191475 – CSFB-00191476. This document was previously marked as deposition exhibit 98.

35. Attached hereto as Exhibit "FF" is a true and correct copy of a May 10,

2002 e-mail from Fiachra O'Driscoll, which was produced by Defendants with bates number CSFB-00147111. This document was previously marked as deposition exhibit 96.

36. Attached hereto as Exhibit "GG" is a true and correct copy of a May 22, 2002 e-mail from Bob Smith, which was produced by Defendants with bates number CSFB-00191543. This document was previously marked as deposition exhibit 99.

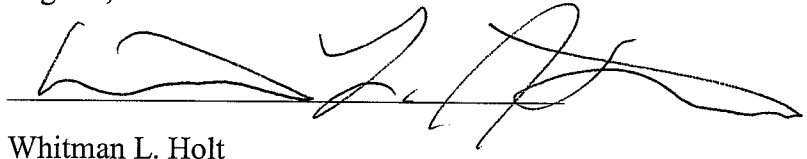
37. Attached hereto as Exhibit "HH" is a true and correct copy of a June 24, 2002 e-mail from Bob Smith, which was produced by Defendants with bates number CSFB-00192307. This document was previously marked as deposition exhibit 101.

38. Attached hereto as Exhibit "II" is a true and correct copy of the July 2002 Berkshire Hathaway Presentation, which was produced by Defendants with bates numbers CSFB-00146183 – CSFB-00146191. This document was previously marked as deposition exhibit 100.

39. Attached hereto as Exhibit "JJ" is a true and correct copy of a October 19, 2002 e-mail from Jared Felt, which was produced by Defendants with bates number CSFB-00035156. This document was previously marked as deposition exhibit 20.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on March 12, 2008, at Los Angeles, California.

A handwritten signature in black ink, appearing to read "Whitman L. Holt", is written over a horizontal line.

Whitman L. Holt

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FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
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Oakwood Homes Corporation, et al.,)	Case No. 02-13396 (PJW)
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Debtors.)	Jointly Administered
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Plaintiff,)	
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v.)	Civil Action No. 07-0799 (JJF)
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Credit Suisse (f/k/a Credit Suisse First Boston, a)	
Swiss banking corporation), Credit Suisse)	
Securities (USA), LLC (f/k/a Credit Suisse First)	
Boston LLC), Credit Suisse Holdings (USA), Inc.)	
(f/k/a Credit Suisse First Boston, Inc.), and Credit)	
Suisse (USA), Inc. (f/k/a Credit Suisse First Boston)	
(U.S.A.), Inc.), the subsidiaries and affiliates of)	
each, and Does 1 through 100,)	
)	
Defendants.)	
<hr/>)	

CERTIFICATE OF SERVICE

I, Kathryn S. Keller, of Campbell & Levine, LLC, hereby certify that on March 19, 2008, I caused a copy of the *Declaration of Whitman L. Holt in Support of Plaintiff's Counter-Statement Certifying That Genuine Issues Of Material Fact Exist (Volume I)*, to be served upon the individuals listed below via the method indicated.

Lee E. Kaufman, Esq. Russell C. Silberglied, Esq. Richards, Layton & Finger, P.A. One Rodney Square 920 North King Street Wilmington, DE 19801 VIA HAND DELIVERY	Mary K. Warren, Esq. Michael Osnato, Esq. J. Justin Williamson, Esq. Paul R. Wickes, Esq. Linklaters 1345 Avenue of the Americas Nineteenth Floor New York, NY 10105 VIA FEDERAL EXPRESS
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Dated: March 19, 2008

CAMPBELL & LEVINE, LLC

/s/ Kathryn S. Keller

Kathryn S. Keller (No. 4660)
800 N. King Street, Suite 300
Wilmington, DE 19801
(302) 426-1900